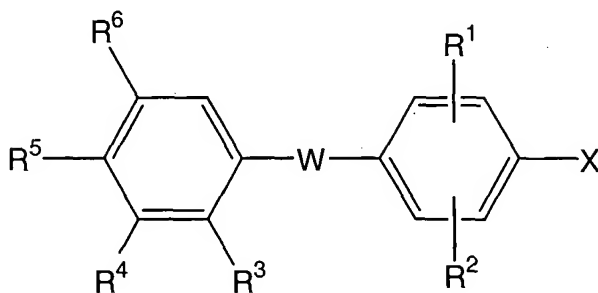


Listing of Claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

Claim 1 (currently amended). A compound of Formula (I)



(I)

the stereoisomers and prodrugs thereof, and the pharmaceutically acceptable salts of said compounds, stereoisomers, and prodrugs, wherein:

W is oxygen, sulfur, $-SO-$, $-S(O)_2-$, $-CH_2-$, $-CF_2-$, $-CHF-$, $-C(O)-$, $-CH(OH)-$, $-NR^a$, or $-C(=CH_2)-$;

R^1 , R^2 , R^3 , and R^6 are each independently hydrogen, halogen, $-(C_1-C_8)alkyl$, $-CF_3$, $-OCF_3$, $-O(C_1-C_8)alkyl$, or $-CN$;

R^4 is hydrogen, $-(C_1-C_{12})alkyl$ substituted with zero to three substituents independently selected from Group V, $-(C_2-C_{12})alkenyl$, $-(C_2-C_{12})alkynyl$, halogen, $-CN$, $-OR^b$, $-SR^c$, $-S(O)R^c$, $-S(O)_2R^c$, aryl, heteroaryl, $-(C_3-C_{10})cycloalkyl$, heterocycloalkyl, $-S(O)_2NR^cR^d$, $-C(O)NR^cR^d$, $-C(O)OR^c$, $-NR^aC(O)R^d$, $-NR^aC(O)NR^cR^d$, $-NR^aS(O)_2R^d$, or $-C(O)R^c$; or

R^3 and R^4 are taken together along with the carbon atoms to which they are attached to form a carbocyclic ring of formula $-(CH_2)_i-$ or a heterocyclic ring of formula $-(CH_2)_k-Q-(CH_2)_l-$ wherein Q is oxygen, sulfur, or $-NR^e$; i is 3, 4, 5, or 6; k is 0, 1, 2, 3, 4, or 5; and l is 0, 1, 2, 3, 4, or 5; and wherein said carbocyclic ring and said heterocyclic ring are each substituted with zero to four substituents independently selected from $-(C_1-C_4)alkyl$, $-OR^b$, oxo, $-CN$, phenyl, or $-NR^aR^g$;

R^5 is hydroxy, $-O(C_1-C_6)alkyl$, $-OC(O)R^f$, fluorine, or $-C(O)OR^c$; or

R^4 and R^5 are taken together along with the carbon atoms to which they are attached to form a heterocyclic ring selected from the group consisting of $-\text{CR}^c=\text{CR}^a-\text{NH}-$, $-\text{N}=\text{CR}^a-\text{NH}-$, $-\text{CR}^c=\text{CR}^a-\text{O}-$, $-\text{CR}^c=\text{CR}^a-\text{S}-$, $-\text{CR}^c=\text{N}-\text{NH}-$, and $-\text{CR}^a=\text{CR}^a-\text{CR}^a=\text{N}-$;

R^a for each occurrence is independently hydrogen, or $-(\text{C}_1-\text{C}_6)\text{alkyl}$ substituted with zero or one $-(\text{C}_3-\text{C}_6)\text{cycloalkyl}$ or methoxy;

R^b for each occurrence is independently hydrogen, $-(\text{C}_1-\text{C}_{12})\text{alkyl}$ substituted with zero to three substituents independently selected from Group V, aryl, heteroaryl, $-(\text{C}_3-\text{C}_{10})\text{cycloalkyl}$, heterocycloalkyl, $-\text{C}(\text{O})\text{NR}^c\text{R}^d$, or $-\text{C}(\text{O})\text{R}^f$;

R^c and R^d for each occurrence are each independently hydrogen, $-(\text{C}_1-\text{C}_{12})\text{alkyl}$ substituted with zero to three substituents independently selected from Group VI, $-(\text{C}_2-\text{C}_{12})\text{alkenyl}$, $-(\text{C}_2-\text{C}_{12})\text{alkynyl}$, aryl, heteroaryl, $-(\text{C}_3-\text{C}_{10})\text{cycloalkyl}$, or heterocycloalkyl;

provided that when R^4 is the moiety $-\text{SR}^c$, $-\text{S}(\text{O})\text{R}^c$, or $-\text{S}(\text{O})_2\text{R}^c$, R^c is other than hydrogen; or

R^c and R^d are taken together along with the atom(s) to which they are attached to form a 3-10 membered heterocyclic ring which may optionally contain a second heterogroup selected from oxygen, $-\text{NR}^e-$, or sulfur; and wherein said heterocyclic ring is substituted with zero to four substituents independently selected from $-(\text{C}_1-\text{C}_4)\text{alkyl}$, $-\text{OR}^b$, oxo, $-\text{CN}$, phenyl, or $-\text{NR}^a\text{R}^g$;

R^e for each occurrence is hydrogen, $-\text{CN}$, $-(\text{C}_1-\text{C}_{10})\text{alkyl}$ substituted with zero to three substituents independently selected from Group V, $-(\text{C}_2-\text{C}_{10})\text{alkenyl}$, $-(\text{C}_2-\text{C}_{10})\text{alkoxy}$, $-(\text{C}_3-\text{C}_{10})\text{cycloalkyl}$, aryl, heteroaryl, $-\text{C}(\text{O})\text{R}^f$, $-\text{C}(\text{O})\text{OR}^f$, $-\text{C}(\text{O})\text{NR}^a\text{R}^f$, or $-\text{S}(\text{O})_2\text{R}^f$;

R^f for each occurrence is independently $-(\text{C}_1-\text{C}_{10})\text{alkyl}$ substituted with zero to three substituents independently selected from Group VI, $-(\text{C}_2-\text{C}_{12})\text{alkenyl}$, $-(\text{C}_2-\text{C}_{10})\text{alkynyl}$, $-(\text{C}_3-\text{C}_{10})\text{cycloalkyl}$, aryl, heteroaryl, or heterocycloalkyl;

R^g for each occurrence is independently hydrogen, $-(\text{C}_1-\text{C}_6)\text{alkyl}$, $-(\text{C}_2-\text{C}_6)\text{alkenyl}$, aryl, $-\text{C}(\text{O})\text{R}^f$, $-\text{C}(\text{O})\text{OR}^f$, $-\text{C}(\text{O})\text{NR}^a\text{R}^f$, $-\text{S}(\text{O})_2\text{R}^f$, or $-(\text{C}_3-\text{C}_8)\text{cycloalkyl}$;

Group V is halogen, $-\text{CF}_3$, $-\text{OCF}_3$, $-\text{OH}$, oxo, $-(\text{C}_1-\text{C}_6)\text{alkoxy}$, $-\text{CN}$, aryl, heteroaryl, $-(\text{C}_3-\text{C}_{10})\text{cycloalkyl}$, heterocycloalkyl, $-\text{SR}^f$, $-\text{S}(\text{O})\text{R}^f$, $-\text{S}(\text{O})_2\text{R}^f$, $-\text{S}(\text{O})_2\text{NR}^a\text{R}^f$, $-\text{NR}^a\text{R}^g$, or $-\text{C}(\text{O})\text{NR}^a\text{R}^f$;

Group VI is halogen, hydroxy, oxo, $-(C_1-C_6)\text{alkoxy}$, aryl, heteroaryl, $-(C_3-C_8)\text{cycloalkyl}$, heterocycloalkyl, $-\text{CN}$, or $-\text{OCF}_3$;

provided that when R^4 is $-(C_1-C_{12})\text{alkyl}$ substituted with zero to three substituents independently selected from Group V, wherein said Group V substituent is oxo, said oxo group is substituted on a carbon atom other than the C_1 carbon atom in $-(C_1-C_{12})\text{alkyl}$;

aryl for each occurrence is independently phenyl or naphthyl substituted with zero to four substituents independently selected from halogen, $-(C_1-C_6)\text{alkyl}$, $-\text{CN}$, $-\text{SR}^f$, $-\text{S}(\text{O})\text{R}^f$, $-\text{S}(\text{O})_2\text{R}^f$, $-(C_3-C_6)\text{cycloalkyl}$, $-\text{S}(\text{O})_2\text{NR}^a\text{R}^f$, $-\text{NR}^a\text{R}^g$, $-\text{C}(\text{O})\text{NR}^a\text{R}^f$, $-\text{OR}^b$, $-\text{perfluoro-}(C_1-C_4)\text{alkyl}$, or $-\text{COOR}^f$;

provided that when said substituent(s) on aryl are $-\text{SR}^f$, $-\text{S}(\text{O})\text{R}^f$, $-\text{S}(\text{O})_2\text{R}^f$, $-\text{S}(\text{O})_2\text{NR}^a\text{R}^f$, $-\text{NR}^a\text{R}^g$, $-\text{C}(\text{O})\text{NR}^a\text{R}^f$, $-\text{OR}^b$, or $-\text{COOR}^f$, said substituents R^b , R^f , and R^g , are other than aryl or heteroaryl;

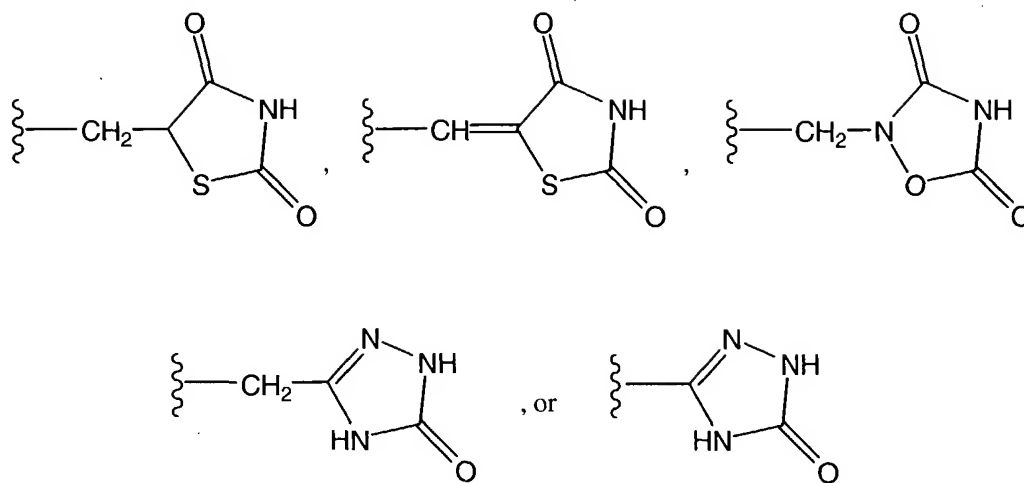
heteroaryl for each occurrence is independently a 5-, 6-, 7-, 8-, or 9-membered monocyclic or bicyclic ring having from one to three heteroatoms selected from O, N, or S;

wherein in said bicyclic ring, a monocyclic heteroaryl ring is fused to a benzene ring or to another heteroaryl ring, and having zero to three substituents independently selected from halogen, $-(C_1-C_4)\text{alkyl}$, $-\text{CF}_3$, $-\text{OR}^b$, $-\text{NR}^a\text{R}^g$, or $-\text{COOR}^f$;

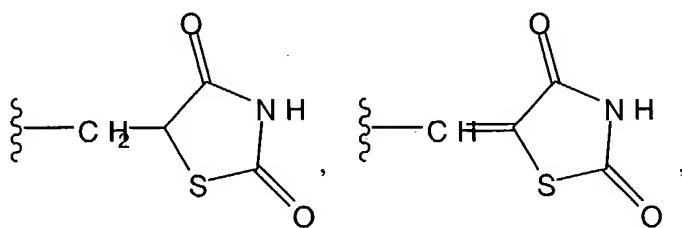
provided that when said substituent(s) on heteroaryl are $-\text{NR}^a\text{R}^g$, $-\text{OR}^b$, or $-\text{COOR}^f$, said substituents R^b , R^f , and R^g , are other than aryl or heteroaryl;

heterocycloalkyl for each occurrence is independently a 5-, 6-, 7-, 8-, or 9-membered monocyclic or bicyclic cycloalkyl ring having from one to three heteroatoms selected from oxygen, $-\text{NR}^e$, or sulfur, and having zero to four substituents independently selected from $-(C_1-C_4)\text{alkyl}$, $-\text{OR}^b$, oxo, $-\text{CN}$, phenyl, or $-\text{NR}^a\text{R}^g$; and

X is



with the proviso that when W is oxygen, sulfur, SO, or SO₂, then X is not represented by



Claim 2(original). A compound according to claim 1 wherein W is oxygen.

Claim 3(original). A compound according to claim 1 wherein:

R¹ is located at the 3-position and R² is located at the 5-position, wherein R¹ and R² are each independently hydrogen, -(C₁-C₆)alkyl, halogen, or -CN;

R³ is hydrogen, -(C₁-C₄)alkyl or halogen;

R⁴ is -(C₁-C₁₀)alkyl substituted with zero to three substituents independently selected from fluoro, hydroxy, oxo, aryl, heteroaryl, -(C₃-C₈)cycloalkyl, or heterocycloalkyl, -S(O)₂NR^cR^d, -C(O)NR^cR^d, -S(O)₂R^c, -(C₃-C₈)cycloalkyl,

heterocycloalkyl, $-\text{C}(\text{O})\text{R}^c$, $-\text{OR}^b$, $-\text{SR}^c$, $-\text{S}(\text{O})\text{R}^c$, $-\text{NR}^a\text{C}(\text{O})\text{R}^d$, $-\text{NR}^a\text{C}(\text{O})\text{NR}^c\text{R}^d$, or $-\text{NR}^a\text{S}(\text{O})_2\text{R}^d$; or

R^c and R^d are taken together along with the atom(s) to which they are attached to form a 3-10 membered heterocyclic ring which may optionally contain a second heterogroup selected from oxygen, $-\text{NR}^e$, or sulfur; and wherein the heterocyclic ring is substituted with zero to four substituents independently selected from $-(\text{C}_1-\text{C}_4)\text{alkyl}$, $-\text{OR}^b$, oxo, $-\text{CN}$, phenyl, or $-\text{NR}^a\text{R}^g$; or

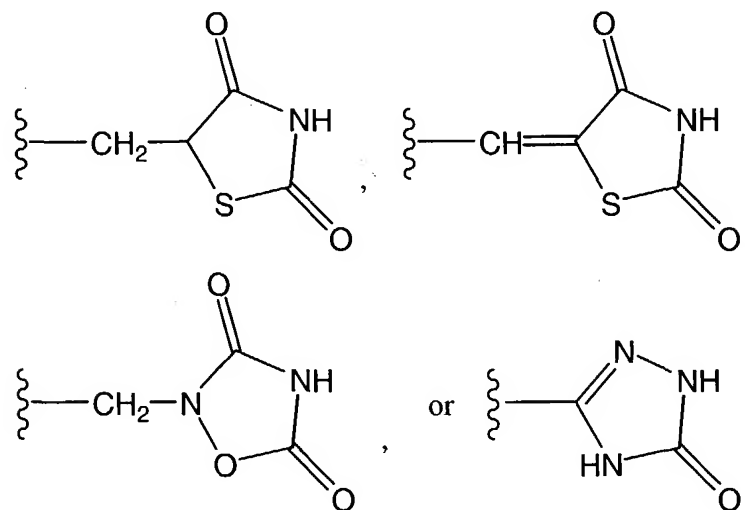
R^3 and R^4 are taken together along with the carbon atoms to which they are attached to form a carbocyclic ring of formula $-(\text{CH}_2)_i-$ or a heterocyclic ring of formula $-(\text{CH}_2)_k-\text{Q}-(\text{CH}_2)_l-$ wherein Q is $-\text{O}-$, $-\text{S}-$ or $-\text{NR}^e-$; i is 3, 4, 5 or 6; k is 0, 1, 2, 3, 4 or 5; and l is 0, 1, 2, 3, 4 or 5; and wherein said carbocyclic ring and said heterocyclic ring are each substituted with zero to four substituents independently selected from $-(\text{C}_1-\text{C}_4)\text{alkyl}$, $-\text{OR}^b$, oxo, $-\text{CN}$, phenyl, or $-\text{NR}^a\text{R}^g$;

provided that when R^4 is $-(\text{C}_1-\text{C}_{10})\text{alkyl}$ substituted with zero to three substituents, said oxo group is substituted on a carbon atom other than the C_1 carbon atom in $-(\text{C}_1-\text{C}_{10})\text{alkyl}$;

R^5 is $-\text{OH}$, $-\text{OC}(\text{O})\text{R}^f$, $-\text{C}(\text{O})\text{OR}^c$, or $-\text{F}$; wherein R^f is $-(\text{C}_1-\text{C}_{10})\text{alkyl}$ substituted with zero to three substituents independently selected from Group VI;

R^6 is hydrogen, halogen or $-(\text{C}_1-\text{C}_4)\text{alkyl}$; and

X is



Claim 4(original). A compound according to claim 3 wherein

R^1 and R^2 are each independently hydrogen, $-(C_1-C_6)$ alkyl, halogen, or $-CN$;

R^3 is hydrogen;

R^4 is $-(C_1-C_{10})$ alkyl substituted with zero to three substituents independently selected from fluoro, hydroxy, oxo, aryl, heteroaryl, $-(C_3-C_8)$ cycloalkyl, or heterocycloalkyl, $-S(O)_2NR^cR^d$, $-C(O)NR^cR^d$, $-S(O)_2R^c$, $-(C_3-C_8)$ cycloalkyl, heterocycloalkyl, $-C(O)R^c$, $-OR^b$, $-SR^c$, $-S(O)R^c$, $-NR^aC(O)R^d$, $-NR^aC(O)NR^cR^d$, or $-NR^aS(O)_2R^d$; or

R^c and R^d are taken together along with the atom(s) to which they are attached to form a 3-10 membered heterocyclic ring which may optionally contain a second heterogroup selected from oxygen, $-NR^e$, or sulfur; and wherein the heterocyclic ring is substituted with zero to four substituents independently selected from $-(C_1-C_4)$ alkyl, $-OR^b$, oxo, $-CN$, phenyl, or $-NR^aR^e$;

R^5 is $-OH$, fluoro, or $-OC(O)R^f$ wherein R^f is $-(C_1-C_{10})$ alkyl substituted with zero to three substituents independently selected from Group VI; and

R^6 is hydrogen.

Claim 5(original). A compound according to claim 4 wherein

R^1 and R^2 are both methyl, bromo, or chloro;

R^4 is $-(C_1-C_{10})$ alkyl, substituted with zero to two substituents independently selected from fluoro, hydroxy, oxo, aryl, heteroaryl, $-(C_3-C_8)$ cycloalkyl, or heterocycloalkyl, $-S(O)_2NR^cR^d$, $-C(O)NR^cR^d$, $-S(O)_2R^c$, $-(C_3-C_8)$ cycloalkyl, heterocycloalkyl, $-C(O)R^c$, $-OR^b$, $-SR^c$, $-S(O)R^c$, $-NR^aC(O)R^d$, $-NR^aC(O)NR^cR^d$, or $-NR^aS(O)_2R^d$; or

R^c and R^d are taken together along with the atom(s) to which they are attached to form a 3-10 membered heterocyclic ring which may optionally contain a second heterogroup selected from oxygen, $-NR^e$, or sulfur; and wherein the heterocyclic ring is substituted with zero to four substituents independently selected from $-(C_1-C_4)$ alkyl, $-OR^b$, oxo, $-CN$, phenyl, or $-NR^aR^e$; and

R^5 is $-OH$.

Claim 6 (currently amended). A compound selected from the group consisting of:

~~5-[3,5-dichloro-4-(4-hydroxy-3-isopropyl-phenoxy)-benzyl]-thiazolidine-2,4-dione;~~

~~5-[4-(4-hydroxy-3-isopropyl-phenoxy)-3,5-dimethyl-benzylidene]-thiazolidine-2,4-dione;~~

~~5-[4-(4-hydroxy-3-isopropyl-phenoxy)-3,5-dimethyl-benzyl]-thiazolidine-2,4-dione;~~

~~N-cyclopropyl-5-[2,6-dichloro-4-(2,4-dioxo-thiazolidin-5-ylmethyl)-phenoxy]-2-hydroxy-benzenesulfonamide;~~

~~N-cyclobutyl-5-[2,6-dichloro-4-(2,4-dioxo-thiazolidin-5-ylmethyl)-phenoxy]-2-hydroxy-N-methyl-benzamide;~~

~~2-[3,5-dichloro-4-(4-hydroxy-3-isopropyl-phenoxy)-benzyl]-[1,2,4]oxadiazolidine-3,5-dione;~~

~~2-[4-(3-isopropyl-4-methoxy-phenoxy)-3,5-dimethyl-benzyl]-[1,2,4]oxadiazolidine-3,5-dione;~~

~~2-[4-(4-hydroxy-3-isopropyl-phenoxy)-3,5-dimethyl-benzyl]-[1,2,4]oxadiazolidine-3,5-dione; and~~

~~5-[4-(4-hydroxy-3-isopropyl-phenoxy)-3,5-dimethyl-phenyl]-2,4-dihydro-[1,2,4]triazol-3-one, the stereoisomers and prodrugs thereof, and the pharmaceutically acceptable salts of said compounds, stereoisomers, and prodrugs.~~

Claims 7-17 (cancelled)

Claim 18 (original). A pharmaceutical composition comprising a compound of Formula (I), a stereoisomer or prodrug thereof, or a pharmaceutically acceptable salt of said compound, stereoisomer or prodrug, as defined in claim 1.

Claims 19-25 (cancelled)

Claim 26 (new). A method for treating skin disorders comprising administering to a patient in need thereof a compound according to claim 1.

Claim 27 (new). The method of claim 26 in which said compound is applied topically.